

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF WASHINGTON

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Distribution Resources, Inc.

2. All other names debtor used in the last 8 years  
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 91-1444028

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

23001 54th Ave. S.  
Kent, WA 98032

Number, Street, City, State & ZIP Code

King

County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor  
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify:

**7. Describe debtor's business**

*A. Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))  
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
☐ Railroad (as defined in 11 U.S.C. § 101(44))  
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))  
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))  
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))  
☒ None of the above

*B. Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)  
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)  
☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

*C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.*  
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

\_\_\_\_\_

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

*Check one:*

- ☐ Chapter 7  
☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☒ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).  
☒ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
☐ A plan is being filed with this petition.  
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.  
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.  
☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

- ☒ No  
☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

**11. Why is the case filed in this district?***Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** *(Check all that apply.)*☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other \_\_\_\_\_**Where is the property?** \_\_\_\_\_

Number, Street, City, State &amp; ZIP Code

**Is the property insured?**☐ No☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors**☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☒ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Distribution Resources, Inc.**  
Name

Case number (if known)

**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **August 9, 2018**  
MM / DD / YYYY

**X /s/ Paul F Prusi**  
Signature of authorized representative of debtor  
  
Title **President**

**Paul F Prusi**  
Printed name

**18. Signature of attorney**

**X /s/ Larry B Feinstein**  
Signature of attorney for debtor

Date **August 9, 2018**  
MM / DD / YYYY

**Larry B Feinstein**  
Printed name

**Larry B Feinstein**  
Firm name

**929 108th Ave. N.E.  
Ste 1200  
Bellevue, WA 98004**  
Number, Street, City, State & ZIP Code

Contact phone **4256439595** Email address **feinstein1947@gmail.com**

**6074 WA**  
Bar number and State

**Fill in this information to identify the case:**

Debtor name Distribution Resources, Inc.

United States Bankruptcy Court for the: WESTERN DISTRICT OF WASHINGTON

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)  
☒ ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)  
☒ ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)  
☒ ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)  
☒ ☐ *Schedule H: Codebtors* (Official Form 206H)  
☒ ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)  
☐ *Amended Schedule* \_\_\_\_\_  
☒ ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)  
☐ Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 9, 2018

X /s/ Paul F Prusi

Signature of individual signing on behalf of debtor

Paul F Prusi

Printed name

President

Position or relationship to debtor

**Fill in this information to identify the case:**Debtor name **Distribution Resources, Inc.**United States Bankruptcy Court for the: **WESTERN DISTRICT OF  
WASHINGTON**

Case number (if known): \_\_\_\_\_

☐ Check if this is an  
amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
A-1 Pallets Inc 7752 S. 259th St. Kent, WA 98032		pallets				\$7,092.80
Allegiance Staffing 400 Industry Dr. Seattle, WA 98188						\$5,103.80
Alliance Packaging 1000 SW 43rd St Renton, WA 98055						\$2,739.00
Cintas Corp. 6800 Cintas Blvd Cincinnati, OH 45262						\$1,658.00
City of Kent 220 4th Ave. S. Kent, WA 98032						\$7,464.00
CPT Kent KG Investment Mgmt. 11225 SE 6th Bellevue, WA 98004						\$182,359.00
Dept of LNI 315 5th Ave. S Seattle, WA 98101						\$30,741.00
Express Services 9701 Boardwalk Blvd Oklahoma City, OK 73162						\$2,323.00
GBS Systems 7202 NE 175th St. Kenmore, WA 98028						\$1,058.00
Georgia Pacific Corrugated LLD 1203 Fones Rd Olympia, WA 98501		boxes				\$30,070.00

Debtor **Distribution Resources, Inc.**  
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Long Business Forms 7 N. Wenatchee Ave. Wenatchee, WA 98801		office supply				\$5,909.00
NW Shipping 25046 Lake Fenwick Rd Kent, WA 98032						\$16,020.00
Prologis 1321 Auburn Way N Auburn, WA 98002						\$17,882.00
Puget Sound Energy 10885 NE 4th Bellevue, WA 98004						\$5,962.00
Regency Washington Health 1800 9th Ave. Seattle, WA 98101						\$13,447.00
Republic Services 18500 N Allied Way Phoenix, AZ 85054						\$1,132.00
Rouge Motor Freight 23001 54th Ave. S Kent, WA 98032						\$6,427.00
Seko 1100 Arlington Heights Rd Ste 600 Itasca, IL 60143						\$6,334.00
Uline 12575 Uline Dr. Pleasant Prairie, WI 53158						\$3,713.00
Washington St. Taxing Agencies						\$30,740.00

**Fill in this information to identify the case:**Debtor name **Distribution Resources, Inc.**United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing**Official Form 206Sum  
Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1: Summary of Assets****1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B*..... \$ **0.00****1b. Total personal property:**Copy line 91A from *Schedule A/B*..... \$ **1,100,067.18****1c. Total of all property:**Copy line 92 from *Schedule A/B*..... \$ **1,100,067.18****Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ **0.00****3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ **74,928.00****3b. Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ **308,919.60****4. Total liabilities** .....  
Lines 2 + 3a + 3b\$ **383,847.60**

**Fill in this information to identify the case:**Debtor name **Distribution Resources, Inc.**United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

**Part 1: Cash and cash equivalents****1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.  
☒ Yes Fill in the information below.

**All cash or cash equivalents owned or controlled by the debtor****Current value of debtor's interest****2. Cash on hand****\$150.00****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**  
Name of institution (bank or brokerage firm) Type of account Last 4 digits of account number**3.1. Commerce Bank of Washington****Checking****\$12,050.11****4. Other cash equivalents (Identify all)****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

**\$12,200.11****Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.  
☐ Yes Fill in the information below.

**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?**

- ☐ No. Go to Part 4.  
☒ Yes Fill in the information below.

**11. Accounts receivable**

Debtor Distribution Resources, Inc.  
Name

Case number (If known) \_\_\_\_\_

11a. 90 days old or less: 3,024.00 - 0.00 = .... \$3,024.00  
face amount doubtful or uncollectible accounts

11b. Over 90 days old: 392,008.07 - 0.00 = .... \$392,008.07  
face amount doubtful or uncollectible accounts

12. **Total of Part 3.**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$395,032.07

**Part 4: Investments**

13. Does the debtor own any investments?

- ☒ No. Go to Part 5.  
☐ Yes Fill in the information below.

**Part 5: Inventory, excluding agriculture assets**

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☐ No. Go to Part 6.  
☒ Yes Fill in the information below.

	General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19.	Raw materials Inventory, Boxes, shipping supplies		\$17,859.00		\$17,869.00

20. Work in progress

21. Finished goods, including goods held for resale

22. Other inventory or supplies

23. **Total of Part 5.**

Add lines 19 through 22. Copy the total to line 84.

\$17,869.00

24. Is any of the property listed in Part 5 perishable?

- ☒ No  
☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☒ No  
☐ Yes. Book value \_\_\_\_\_ Valuation method \_\_\_\_\_ Current Value \_\_\_\_\_

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☒ No  
☐ Yes

**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.  
☐ Yes Fill in the information below.

Debtor Distribution Resources, Inc.  
Name

Case number (If known) \_\_\_\_\_

**Part 7: Office furniture, fixtures, and equipment; and collectibles**

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☐ No. Go to Part 8.  
☒ Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39.	Office furniture Office furniture, 21 computers, 17 printers, copier,	\$23,000.00		\$43,000.00
40.	Office fixtures			
41.	Office equipment, including all computer equipment and communication systems equipment and software			
42.	Collectibles Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
43.	Total of Part 7. Add lines 39 through 42. Copy the total to line 86.			\$43,000.00
44.	Is a depreciation schedule available for any of the property listed in Part 7? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			
45.	Has any of the property listed in Part 7 been appraised by a professional within the last year? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			

**Part 8: Machinery, equipment, and vehicles**

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☐ No. Go to Part 9.  
☒ Yes Fill in the information below.

	General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47.	Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles			
47.1.	Pallet jacks, forklift, racks, conveyor lines, conveyor	\$28,000.00		\$33,899.00
47.2.	Vehicles	\$0.00		\$0.00

48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

49. Aircraft and accessories

50. Other machinery, fixtures, and equipment (excluding farm

Debtor Distribution Resources, Inc.  
Name

Case number (If known) \_\_\_\_\_

machinery and equipment)

51. **Total of Part 8.**

Add lines 47 through 50. Copy the total to line 87.

\$67,798.00

52. **Is a depreciation schedule available for any of the property listed in Part 8?**

- ☒ No  
☐ Yes

53. **Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- ☒ No  
☐ Yes

**Part 9: Real property**

54. **Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.  
☐ Yes Fill in the information below.

**Part 10: Intangibles and intellectual property**

59. **Does the debtor have any interests in intangibles or intellectual property?**

- ☐ No. Go to Part 11.  
☒ Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. <b>Patents, copyrights, trademarks, and trade secrets</b>			
61. <b>Internet domain names and websites</b>			
<b>Software and internet</b>	<b>\$8,450.00</b>		<b>\$8,450.00</b>

62. **Licenses, franchises, and royalties**

63. **Customer lists, mailing lists, or other compilations**

64. **Other intangibles, or intellectual property**

65. **Goodwill**

66. **Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89.

\$8,450.00

67. **Do your lists or records include personally identifiable information of customers** (as defined in 11 U.S.C. §§ 101(41A) and 107?)

- ☒ No  
☐ Yes

68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**

- ☒ No  
☐ Yes

69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**

- ☒ No  
☐ Yes

**Part 11: All other assets**

70. **Does the debtor own any other assets that have not yet been reported on this form?**

Official Form 206A/B

Schedule A/B Assets - Real and Personal Property

page 4

Debtor Distribution Resources, Inc.  
Name

Case number (If known) \_\_\_\_\_

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☐ No. Go to Part 12.

☒ Yes Fill in the information below.

Current value of  
debtor's interest

71. **Notes receivable**  
Description (include name of obligor)  
**Prepaid deposits** 31,446.00 - 15,723.00 = \$15,723.00  
Total face amount doubtful or uncollectible amount

72. **Tax refunds and unused net operating losses (NOLs)**  
Description (for example, federal, state, local)  
**tAX REFUND nol** Tax year \_\_\_\_\_ \$6,819.00

73. **Interests in insurance policies or annuities**

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

76. **Trusts, equitable or future interests in property**

77. **Other property of any kind not already listed** Examples: Season tickets, country club membership  
**See attached Balance Sheet for more exact breakdown of Sch. B assets and values** \$533,176.00

78. **Total of Part 11.** \$555,718.00  
Add lines 71 through 77. Copy the total to line 90.

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

☒ No

☐ Yes

Debtor **Distribution Resources, Inc.**  
Name

Case number (If known)

**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. <b>Cash, cash equivalents, and financial assets.</b> <i>Copy line 5, Part 1</i>	<u>\$12,200.11</u>	
81. <b>Deposits and prepayments.</b> <i>Copy line 9, Part 2.</i>	<u>\$0.00</u>	
82. <b>Accounts receivable.</b> <i>Copy line 12, Part 3.</i>	<u>\$395,032.07</u>	
83. <b>Investments.</b> <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. <b>Inventory.</b> <i>Copy line 23, Part 5.</i>	<u>\$17,869.00</u>	
85. <b>Farming and fishing-related assets.</b> <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. <b>Office furniture, fixtures, and equipment; and collectibles.</b> <i>Copy line 43, Part 7.</i>	<u>\$43,000.00</u>	
87. <b>Machinery, equipment, and vehicles.</b> <i>Copy line 51, Part 8.</i>	<u>\$67,798.00</u>	
88. <b>Real property.</b> <i>Copy line 56, Part 9.....&gt;</i>		<div><u>\$0.00</u></div>
89. <b>Intangibles and intellectual property.</b> <i>Copy line 66, Part 10.</i>	<u>\$8,450.00</u>	
90. <b>All other assets.</b> <i>Copy line 78, Part 11.</i>	+ <u>\$555,718.00</u>	
91. <b>Total.</b> Add lines 80 through 90 for each column	<div><u>\$1,100,067.18</u></div>	+ 91b. <div><u>\$0.00</u></div>
92. <b>Total of all property on Schedule A/B.</b> Add lines 91a+91b=92		<div><u>\$1,100,067.18</u></div>

Distribution Resources, Inc  
**Balance Sheet**  
As of August 8, 2018

	<u>Aug 8, 18</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
Checking/Savings	
1000-00 · Checking	<u>12,050.11</u>
Total Checking/Savings	12,050.11
Accounts Receivable	
1100-00 · Accounts Receivable	<u>392,008.07</u>
Total Accounts Receivable	392,008.07
<b>Other Current Assets</b>	
1098-00 · Undeposited Cash	18,963.42
1155-00 · Loan to Shareholder	20,633.98
1200-00 · Inventory-002	17,859.45
12000 · Undeposited Funds	39,135.85
1360-00 · Prepaid Deposits	15,723.91
1400-00 · Inventory-001	305.27
1500-00 · Equipment	268,904.88
1510-00 · Furniture & Fixtures	5,494.02
1520-00 · Vehicles	33,899.00
1540-00 · Software	8,450.38
1549-00 · Accumulated Depreciation	-274,361.33
2120 · Payroll Asset	<u>-5,890.38</u>
Total Other Current Assets	<u>149,118.45</u>
Total Current Assets	<u>553,176.63</u>
<b>TOTAL ASSETS</b>	<u><b>553,176.63</b></u>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
Accounts Payable	
2000-00 · Accounts Payable	<u>352,786.48</u>
Total Accounts Payable	352,786.48
<b>Other Current Liabilities</b>	
2100-00 · Contracts payable	190.07
2150-00 · Line of Credit	-951.15
2200-00 · Federal W/H tax payable	6,001.00
2210-00 · Fica W/H tax payable	9,418.42
2212-00 · Medicare tax payable	2,202.72

Distribution Resources, Inc  
**Balance Sheet**  
As of August 8, 2018

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	<u>Aug 8, 18</u>
2220-00 · Dept. of L & I Tax Payable	9,179.88
2225-00 · Accrued SUTA Tax	4,413.30
2226-00 · Accrued FUTA Tax	<u>177.77</u>
Total Other Current Liabilities	<u>30,632.01</u>
Total Current Liabilities	<u>383,418.49</u>
Total Liabilities	383,418.49
Equity	
Retained Earnings	192,078.52
3000-00 · Equity Net Worth	50,858.66
3010-00 · Common Stock	205,229.00
Net Income	<u>-278,408.04</u>
Total Equity	<u>169,758.14</u>
TOTAL LIABILITIES & EQUITY	<u><u>553,176.63</u></u>

**Fill in this information to identify the case:**

Debtor name **Distribution Resources, Inc.**

United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

**Official Form 206D**

**Schedule D: Creditors Who Have Claims Secured by Property**

**12/15**

Be as complete and accurate as possible.

**1. Do any creditors have claims secured by debtor's property?**

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

**Part 1: List Creditors Who Have Secured Claims**

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A Amount of claim  Do not deduct the value of collateral.	Column B Value of collateral that supports this claim
<b>2.1</b>	<b>Commerce Bank</b> <small>Creditor's Name</small>  <b>601 Union Street</b> <b>Seattle, WA 98101</b> <small>Creditor's mailing address</small>   <small>Creditor's email address, if known</small>  <b>Date debt was incurred</b> <b>Revolving</b> <b>Last 4 digits of account number</b> <b>3003</b> <b>Do multiple creditors have an interest in the same property?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.	<b>Describe debtor's property that is subject to a lien:</b> <b>Receivables, and other assets of the Debtor. This is a revolving line of credit. No draws prior to filing, so balance is -0-.</b>  <b>Describe the lien</b> <b>UCC-1</b> <b>Is the creditor an insider or related party?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <b>Is anyone else liable on this claim?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)  <b>As of the petition filing date, the claim is:</b> Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	<b>\$0.00</b>  <b>\$392,008.07</b>

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

**\$0.00**

**Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of account number for this entity

**Fill in this information to identify the case:**Debtor name **Distribution Resources, Inc.**United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims****12/15**

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

**Part 1: List All Creditors with PRIORITY Unsecured Claims****1. Do any creditors have priority unsecured claims?** (See 11 U.S.C. § 507).☐ No. Go to Part 2.☒ Yes. Go to line 2.**2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part.** If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

			Total claim	Priority amount
2.1	Priority creditor's name and mailing address <b>Dept of LNI 315 5th Ave. S Seattle, WA 98101</b>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	<b>\$30,741.00</b>	<b>\$30,741.00</b>
	Date or dates debt was incurred	Basis for the claim:		
	Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
2.2	Priority creditor's name and mailing address <b>Internal Revenue Service PO Box 7346 Philadelphia, PA 19101</b>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	<b>\$0.00</b>	<b>\$0.00</b>
	Date or dates debt was incurred	Basis for the claim: <b>Notice only</b>		
	Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

Debtor **Distribution Resources, Inc.**  
Name

Case number (if known)

2.3	Priority creditor's name and mailing address <b>Regency Washington Health</b> <b>1800 9th Ave.</b> <b>Seattle, WA 98101</b>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	<b>\$13,447.00</b>	<b>\$13,447.00</b>
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Date or dates debt was incurred

Basis for the claim:

Last 4 digits of account number

Is the claim subject to offset?

Specify Code subsection of PRIORITY  
unsecured claim: 11 U.S.C. § 507(a) (5)

☒ No  
☐ Yes

2.4	Priority creditor's name and mailing address <b>Washington St. Taxing Agencies</b>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	<b>\$30,740.00</b>	<b>\$30,740.00</b>
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Date or dates debt was incurred

Basis for the claim:

Last 4 digits of account number

Is the claim subject to offset?

Specify Code subsection of PRIORITY  
unsecured claim: 11 U.S.C. § 507(a) (8)

☒ No  
☐ Yes

**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

3.1	Nonpriority creditor's name and mailing address <b>A-1 Pallets Inc</b> <b>7752 S. 259th St.</b> <b>Kent, WA 98032</b>  Date(s) debt was incurred <u>current</u> Last 4 digits of account number <u>  </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  Basis for the claim: <u>pallets</u>  Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$7,092.80</b>
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3.2	Nonpriority creditor's name and mailing address <b>Allegiance Staffing</b> <b>400 Industry Dr.</b> <b>Seattle, WA 98188</b>  Date(s) debt was incurred <u>  </u> Last 4 digits of account number <u>  </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  Basis for the claim: <u>  </u>  Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$5,103.80</b>
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3.3	Nonpriority creditor's name and mailing address <b>Alliance Packaging</b> <b>1000 SW 43rd St</b> <b>Renton, WA 98055</b>  Date(s) debt was incurred <u>  </u> Last 4 digits of account number <u>  </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  Basis for the claim: <u>  </u>  Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$2,739.00</b>
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Name

3.4	Nonpriority creditor's name and mailing address <b>Cintas Corp.</b> <b>6800 Cintas Blvd</b> <b>Cincinnati, OH 45262</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$1,658.00</b>
3.5	Nonpriority creditor's name and mailing address <b>City of Kent</b> <b>220 4th Ave. S.</b> <b>Kent, WA 98032</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$7,464.00</b>
3.6	Nonpriority creditor's name and mailing address <b>Comcast</b> <b>One Comcast Center</b> <b>1701 John F Kennedy Blvg</b> <b>Philadelphia, PA 19103</b> Date(s) debt was incurred <u>current</u> Last 4 digits of account number <u>4395</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$1,043.00</b>
3.7	Nonpriority creditor's name and mailing address <b>CPT Kent</b> <b>KG Invetment Mgmt.</b> <b>11225 SE 6th</b> <b>Bellevue, WA 98004</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$182,359.00</b>
3.8	Nonpriority creditor's name and mailing address <b>Davis Door Service</b> <b>2021 S Grand st</b> <b>Seattle, WA 98144</b> Date(s) debt was incurred <u>current</u> Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>repair</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$438.00</b>
3.9	Nonpriority creditor's name and mailing address <b>Express Services</b> <b>9701 Boardwalk Blvd</b> <b>Oklahoma City, OK 73162</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$2,323.00</b>
3.10	Nonpriority creditor's name and mailing address <b>FedEx</b> <b>942 S. Shady Grove Rd</b> <b>Memphis, TN 38120</b> Date(s) debt was incurred <u>current</u> Last 4 digits of account number <u>5247</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>shipping</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$81.00</b>

Debtor **Distribution Resources, Inc.**  
Name

Case number (if known)

3.11	Nonpriority creditor's name and mailing address <b>GB Systems Inc.</b> <b>7202 NE 175th St</b> <b>Kenmore, WA 98028</b> Date(s) debt was incurred ____ Last 4 digits of account number <u>9</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$1,058.00</b>
3.12	Nonpriority creditor's name and mailing address <b>GBS Systems</b> <b>7202 NE 175th St.</b> <b>Kenmore, WA 98028</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$1,058.00</b>
3.13	Nonpriority creditor's name and mailing address <b>Georgia Pacific Corrugated LLD</b> <b>1203 Fones Rd</b> <b>Olympia, WA 98501</b> Date(s) debt was incurred <u>current</u> Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>boxes</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$30,070.00</b>
3.14	Nonpriority creditor's name and mailing address <b>Long Business Forms</b> <b>7 N. Wenatchee Ave.</b> <b>Wenatchee, WA 98801</b> Date(s) debt was incurred <u>current</u> Last 4 digits of account number <u>Disr</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>office supply</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$5,909.00</b>
3.15	Nonpriority creditor's name and mailing address <b>Magnum Print solutions</b> <b>5300 4th Ave. S</b> <b>Seattle, WA 98108</b> Date(s) debt was incurred <u>current</u> Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>supplies</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$647.00</b>
3.16	Nonpriority creditor's name and mailing address <b>NW Shipping</b> <b>25046 Lake Fenwick Rd</b> <b>Kent, WA 98032</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$16,020.00</b>
3.17	Nonpriority creditor's name and mailing address <b>Paul Prusi</b> <b>2424 NW Hillpine Ct.</b> <b>Bend, OR 97702</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Notice Only</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$0.00</b>

Debtor **Distribution Resources, Inc.**  
Name

Case number (if known)

3.18	<b>Nonpriority creditor's name and mailing address</b> <b>Prologis</b> <b>1321 Auburn Way N</b> <b>Auburn, WA 98002</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$17,882.00</b>
3.19	<b>Nonpriority creditor's name and mailing address</b> <b>Puget Sound Energy</b> <b>10885 NE 4th</b> <b>Bellevue, WA 98004</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$5,962.00</b>
3.20	<b>Nonpriority creditor's name and mailing address</b> <b>Pure Water Systems</b> <b>5505 N Cumberland Ave.</b> <b>Ste 3307</b> <b>Chicago, IL 60656</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$998.00</b>
3.21	<b>Nonpriority creditor's name and mailing address</b> <b>Republic Services</b> <b>18500 N Allied Way</b> <b>Phoenix, AZ 85054</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$1,132.00</b>
3.22	<b>Nonpriority creditor's name and mailing address</b> <b>Rouge Motor Freight</b> <b>23001 54th Ave. S</b> <b>Kent, WA 98032</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$6,427.00</b>
3.23	<b>Nonpriority creditor's name and mailing address</b> <b>Seko</b> <b>1100 Arlington Heights Rd</b> <b>Ste 600</b> <b>Itasca, IL 60143</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$6,334.00</b>
3.24	<b>Nonpriority creditor's name and mailing address</b> <b>Supply Source</b> <b>120 County Line Rd SW</b> <b>Unit 102</b> <b>Pacific, WA 98047</b> Date(s) debt was incurred ____ Last 4 digits of account number ____	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$773.00</b>

Debtor **Distribution Resources, Inc.**  
Name

Case number (if known)

3.25 Nonpriority creditor's name and mailing address

**Uline**  
**12575 Uline Dr.**  
**Pleasant Prairie, WI 53158**

Date(s) debt was incurred \_

Last 4 digits of account number \_

As of the petition filing date, the claim is: *Check all that apply.*

- ☐ Contingent  
☐ Unliquidated  
☐ Disputed

Basis for the claim: \_

Is the claim subject to offset? ☒ No ☐ Yes

**\$3,713.00**

3.26 Nonpriority creditor's name and mailing address

**Washington Lift Truck**  
**700 S Chicago St**  
**Seattle, WA 98108**

Date(s) debt was incurred \_

Last 4 digits of account number \_

As of the petition filing date, the claim is: *Check all that apply.*

- ☐ Contingent  
☐ Unliquidated  
☐ Disputed

Basis for the claim: \_

Is the claim subject to offset? ☒ No ☐ Yes

**\$92.00**

3.27 Nonpriority creditor's name and mailing address

**Windstream**  
**4001 Rodney Pariam Rd.**  
**Little Rock, AR 72212**

Date(s) debt was incurred \_

Last 4 digits of account number \_

As of the petition filing date, the claim is: *Check all that apply.*

- ☐ Contingent  
☐ Unliquidated  
☐ Disputed

Basis for the claim: \_

Is the claim subject to offset? ☒ No ☐ Yes

**\$543.00**

**Part 3: List Others to Be Notified About Unsecured Claims**

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the  
related creditor (if any) listed?

Last 4 digits of  
account number, if  
any

**Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims**

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2  
Lines 5a + 5b = 5c.

Total of claim amounts

5a. \$ **74,928.00**

5b. + \$ **308,919.60**

5c. \$ **383,847.60**

**Fill in this information to identify the case:**

Debtor name **Distribution Resources, Inc.**

United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

**Official Form 206G**

**Schedule G: Executory Contracts and Unexpired Leases**

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

**1. Does the debtor have any executory contracts or unexpired leases?**

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).

*Property*

**2. List all contracts and unexpired leases**

**State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.1. State what the contract or lease is for and the nature of the debtor's interest **Lease at 23001 54th Ave. S., Kent, WA**

State the term remaining

List the contract number of any government contract \_\_\_\_\_

**CPT Kent Valley Industrial LLC  
KG Investment Management  
11225 SE 6th St, #215  
Bellevue, WA 98004**

2.2. State what the contract or lease is for and the nature of the debtor's interest **Finance of Washington Lift Truck equipment**

State the term remaining

List the contract number of any government contract \_\_\_\_\_

**De Lage Landen Financial Servi  
1111 Old Eagle School Dist.  
Wayne, PA 19087**

2.3. State what the contract or lease is for and the nature of the debtor's interest **Equipment Lease  
Forklift  
Mitsubishi PWR30A  
Mitsubishi FB18PNT**

State the term remaining

List the contract number of any government contract \_\_\_\_\_

**Washington Lift Truck  
700 S Chicago St  
Seattle, WA 98108**

**Fill in this information to identify the case:**Debtor name **Distribution Resources, Inc.**United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing**Official Form 206H  
Schedule H: Your Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

**1. Do you have any codebtors?**

☒ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.

☐ Yes

**2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.**

*Column 1: Codebtor**Column 2: Creditor***Name****Mailing Address****Name***Check all schedules that apply:*

2.1

Street

City

State

Zip Code

☐ D☐ E/F☐ G

2.2

Street

City

State

Zip Code

☐ D☐ E/F☐ G

2.3

Street

City

State

Zip Code

☐ D☐ E/F☐ G

2.4

Street

City

State

Zip Code

☐ D☐ E/F☐ G

Distribution Resources, Inc  
Profit & Loss YTD Comparison  
August 1 - 8, 2018

	Aug 1 - 8, 18	Apr 1 - Aug 8, ...
Ordinary Income/Expense		
Income		
4010-00 · Income warehouse fees	0.00	1,865,880.92
Total Income	0.00	1,865,880.92
Gross Profit	0.00	1,865,880.92
Expense		
*Uncategorized Expenses	7,129.80	21,283.54
Payroll Expenses	218.00	6,280.40
6000-00 · Payroll	73,072.02	676,386.11
6001-00 · Payroll Advance	0.00	4,900.00
6010-00 · Payroll Taxes	8,807.74	82,222.79
6011-00 · Vacation	3,500.00	19,374.15
6015-00 · Employer Medicare	1,101.36	10,101.43
6020-00 · Benefits	12,905.47	68,183.83
6030-00 · Temporary Manpower	13,171.92	170,816.32
6100-00 · Rent	182,359.96	728,310.04
6110-00 · Utilities	3,039.20	20,754.90
6120-00 · Shipping Supplies	14,674.31	189,963.83
6130-00 · Office Supplies	6,488.34	44,717.28
6140-00 · Telephone & Fax	0.00	6,488.18
6150-00 · Insurance	1,799.76	9,067.64
6160-00 · Trucking	0.00	1,500.00
6170-00 · Prepaid Freight	27.00	27,087.02
6180-00 · Bank Fees	0.00	2,930.11
6200-00 · Professional Fees	281.50	17,586.00
6230-00 · Insurance - Employee Gr...	-835.38	-5,388.42
6300-00 · Business Tax	0.00	26,130.14
6500-00 · Misc.	1,307.06	363.81
66900 · Reconciliation Discrepanci...	0.00	168.22
6700-00 · Repairs & Services	60.00	6,374.26
7030-00 · Fines & Penalties	0.00	8,687.38
Total Expense	329,108.06	2,144,288.96
Net Ordinary Income	-329,108.06	-278,408.04
Net Income	-329,108.06	-278,408.04

**Fill in this information to identify the case:**Debtor name Distribution Resources, Inc.United States Bankruptcy Court for the: WESTERN DISTRICT OF WASHINGTON

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

**Part 1: Income****1. Gross revenue from business**☐ None.**Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year****Sources of revenue**  
Check all that apply**Gross revenue**  
(before deductions and exclusions)**From the beginning of the fiscal year to filing date:**From **1/01/2018** to **Filing Date**☐ Operating a business☐ Other \_\_\_\_\_**\$1,542,499.00****From the beginning of the fiscal year to filing date:**From **1/01/2018** to **Filing Date**☐ Operating a business☒ Other **Warehouse fees****\$1,542,499.00****For prior year:**From **1/01/2017** to **12/31/2017**☐ Operating a business☒ Other **Warehouse fees****\$6,436,869.00****For year before that:**From **1/01/2016** to **12/31/2016**☐ Operating a business☒ Other **Warehouse fees****\$5,906,395.00****2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.**Description of sources of revenue****Gross revenue from each source**  
(before deductions and exclusions)**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. All vendors and leases paid current other than Aug. landlord rent.  All payroll was paid current through August 10, 2018 payroll	all paid as due, monthly	Unknown	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___

**4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
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**5. Repossessions, foreclosures, and returns**

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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**6. Setoffs**

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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**Part 3: Legal Actions or Assignments****7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. Washington State DSHS	withholding for support for an employee, per wage garnishment		<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. CitiBank v. [employee]	wage garnishment by creditor against employee's wages for judgment		<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

**8. Assignments and receivership**

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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**Part 5: Certain Losses****10. All losses from fire, theft, or other casualty within 1 year before filing this case.**

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss <small>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.  List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).</small>	Dates of loss	Value of property lost
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**Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1. Larry B Feinstein 929 108th Ave. NE, Ste 1200 Bellevue, WA 98004	\$4170.50 paid into trust for retainer for Ch. 11	July 2018	\$3,783.00 prefiling fees
Email or website address			
Who made the payment, if not debtor?			

**12. Self-settled trusts of which the debtor is a beneficiary**

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.  
Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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**13. Transfers not already listed on this statement**

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include

both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
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**Part 7: Previous Locations****14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address	Dates of occupancy From-To
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**Part 8: Health Care Bankruptcies****15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☐ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
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**Part 9: Personally Identifiable Information****16. Does the debtor collect and retain personally identifiable information of customers?**

- ☐ No.
- ☐ Yes. State the nature of the information collected and retained.

**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?**

- ☐ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?

**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
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**19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?

**20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?

**Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own****21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None

Owner's name and address	Location of the property	Describe the property	Value
All customers of debtor		Debtor is a warehousing operation, and all goods and inventory located in the premises are customer owned, and continually brought in, stored, and shipped out at the customer's direction	\$10,000,000.00

**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

*Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

*Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

*Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.**

- ☒ No.  
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case

**23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?**

- ☒ No.  
☐ Yes. Provide details below.

Site name and address

Governmental unit name and address

Environmental law, if known

Date of notice

**24. Has the debtor notified any governmental unit of any release of hazardous material?**

- ☐ No.  
☐ Yes. Provide details below.

Site name and address

Governmental unit name and address

Environmental law, if known

Date of notice

**Part 13: Details About the Debtor's Business or Connections to Any Business****25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☐ None

Business name address

Describe the nature of the business

Employer Identification number

Do not include Social Security number or ITIN.

Dates business existed

**26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

- ☐ None

Name and address

Date of service  
From-To

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

- ☐ None

Name and address

Date of service  
From-To

26b.1. **Law Office of Cynthia Hall**  
**Bainbridge Island, WA 98110**

**current legal**  
**services for general**  
**corporate work**

Name and address

Date of service  
From-To

26b.2. **William Callan**  
**Seattle, WA 98136**

**current legal**  
**services**

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

- ☐ None

Name and address

If any books of account and records are  
unavailable, explain why

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

- ☐ None

Name and address

26d.1. **Commerce Bank**  
**601 Union Street**  
**Seattle, WA 98101**

**27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- ☒ No  
☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
---	-------------------	--

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Paul Prusi	2424 NW Hillpine Ct. Bend, OR 97702	President, Sec.	100%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☒ No  
☐ Yes. Identify below.

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No  
☒ Yes. Identify below.

	Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1	Paul Prusi 2424 NW Hillpine Ct. Bend, OR 97702	\$150,000 annual salary	Regular employee payroll semi-monthly	Regular employee, as President and operating officer
	Relationship to debtor President			
30.2	Jody Prusi 2424 NW Hillpine Ct Bend, OR 97702	\$22,564 annual salary	regular employee; paid semi monthly	regular employee; administration
	Relationship to debtor Spouse of owner			
30.3	Lauren Heinzle 4116 SW 107th St Seattle, WA 98146	\$75,000 annual salary	paid regular semi-monthly employee salary	General Manager
	Relationship to debtor Daughter of owner			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No  
☐ Yes. Identify below.

Debtor Distribution Resources, Inc.

Case number (if known) \_\_\_\_\_

Name of the parent corporation

Employer Identification number of the parent corporation

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No  
☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the parent corporation

**Part 14: Signature and Declaration**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 9, 2018

/s/ Paul F Prusi

Signature of individual signing on behalf of the debtor

Paul F Prusi

Printed name

Position or relationship to debtor President

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No  
☐ Yes

**United States Bankruptcy Court**  
**Western District of Washington**

In re **Distribution Resources, Inc.**

Debtor(s)

Case No.

Chapter

**11**

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept <u>RETAINER FOR CH. 11 (trust)</u>	\$	<u><b>4,170.50</b></u>
Prior to the filing of this statement I have received <u>prepetition services</u>	\$	<u><b>3,612.50</b></u>
<u></u>	\$	<u><b>1,717 filing fee</b></u>

2. The source of the compensation paid to me was:

☒ Debtor      ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor      ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

**All normal Chapter 11 activities, including filing, attending Section 341 and UST IDI, court hearings; negotiations with secured creditors to reduce to market value or restructure of debt; exemption planning; preparation and filing of plan and disclosure statements; preparation and filing of motions, cash collateral; avoidance, and other normal actions to confirm a plan.**

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

**August 9, 2018**

*Date*

**/s/ Larry B Feinstein**

**Larry B Feinstein**

*Signature of Attorney*

**Larry B Feinstein**

**929 108th Ave. N.E.**

**Ste 1200**

**Bellevue, WA 98004**

**4256439595**

**feinstein1947@gmail.com**

*Name of law firm*

**United States Bankruptcy Court  
Western District of Washington**

In re **Distribution Resources, Inc.**

Debtor(s)

Case No.  
Chapter

**11**

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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**Paul F Prusi, 100% owner**

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the **President** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **August 9, 2018**

Signature **/s/ Paul F Prusi**  
**Paul F Prusi**

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court  
Western District of Washington**

In re **Distribution Resources, Inc.**

Debtor(s)

Case No.

Chapter

**11**

**VERIFICATION OF CREDITOR MATRIX**

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **August 9, 2018**

**/s/ Paul F Prusi**

**Paul F Prusi/President**

Signer/Title

A-1 PALLETS INC  
7752 S. 259TH ST.  
KENT, WA 98032

ALLEGIANCE STAFFING  
400 INDUSTRY DR.  
SEATTLE, WA 98188

ALLIANCE PACKAGING  
1000 SW 43RD ST  
RENTON, WA 98055

CINTAS CORP.  
6800 CINTAS BLVD  
CINCINNATI, OH 45262

CITY OF KENT  
220 4TH AVE. S.  
KENT, WA 98032

COMCAST  
ONE COMCAST CENTER  
1701 JOHN F KENNEDY BLVG  
PHILADELPHIA, PA 19103

COMMERCE BANK  
601 UNION STREET  
SEATTLE, WA 98101

CPT KENT  
KG INVETMENT MGMT.  
11225 SE 6TH  
BELLEVUE, WA 98004

CPT KENT VALLEY INDUSTRIAL LLC  
KG INVESTMENT MANAGEMENT  
11225 SE 6TH ST, #215  
BELLEVUE, WA 98004

DAVIS DOOR SERVICE  
2021 S GRAND ST  
SEATTLE, WA 98144

DE LAGE LANDEN FINANCIAL SERVI  
1111 OLD EAGLE SCHOOL DIST.  
WAYNE, PA 19087

DEPT OF LNI  
315 5TH AVE. S  
SEATTLE, WA 98101

EXPRESS SERVICES  
9701 BOARDWALK BLVD  
OKLAHOMA CITY, OK 73162

FEDEX  
942 S. SHADY GROVE RD  
MEMPHIS, TN 38120

GB SYSTEMS INC.  
7202 NE 175TH ST  
KENMORE, WA 98028

GBS SYSTEMS  
7202 NE 175TH ST.  
KENMORE, WA 98028

GEORGIA PACIFIC CORRUGATED LLD  
1203 FONES RD  
OLYMPIA, WA 98501

INTERNAL REVENUE SERVICE  
PO BOX 7346  
PHILADELPHIA, PA 19101

LONG BUSINESS FORMS  
7 N. WENATCHEE AVE.  
WENATCHEE, WA 98801

MAGNUM PRINT SOLUTIONS  
5300 4TH AVE. S  
SEATTLE, WA 98108

NW SHIPPING  
25046 LAKE FENWICK RD  
KENT, WA 98032

PAUL PRUSI  
2424 NW HILLPINE CT.  
BEND, OR 97702

PROLOGIS  
1321 AUBURN WAY N  
AUBURN, WA 98002

PUGET SOUND ENERGY  
10885 NE 4TH  
BELLEVUE, WA 98004

PURE WATER SYSTEMS  
5505 N CUMBERLAND AVE.  
STE 3307  
CHICAGO, IL 60656

REGENCY WASHINGTON HEALTH  
1800 9TH AVE.  
SEATTLE, WA 98101

REPUBLIC SERVICES  
18500 N ALLIED WAY  
PHOENIX, AZ 85054

ROUGE MOTOR FREIGHT  
23001 54TH AVE. S  
KENT, WA 98032

SEKO  
1100 ARLINGTON HEIGHTS RD  
STE 600  
ITASCA, IL 60143

SUPPLY SOURCE  
120 COUNTY LINE RD SW  
UNIT 102  
PACIFIC, WA 98047

ULINE  
12575 ULINE DR.  
PLEASANT PRAIRIE, WI 53158

WASHINGTON LIFT TRUCK  
700 S CHICAGO ST  
SEATTLE, WA 98108

WASHINGTON ST. TAXING AGENCIES

WINDSTREAM  
4001 RODNEY PARIAM RD.  
LITTLE ROCK, AR 72212

**United States Bankruptcy Court  
Western District of Washington**

In re **Distribution Resources, Inc.**

Debtor(s)

Case No.

Chapter

**11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Distribution Resources, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

**August 9, 2018**

Date

**/s/ Larry B Feinstein**

**Larry B Feinstein**

Signature of Attorney or Litigant

Counsel for **Distribution Resources, Inc.**

**Larry B Feinstein**

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